



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

RECORDATION NO. 13199-1 FILED 1425

RECORDATION NO. 13199-4 FILED 1425

May 8, 1990

MAY 10 1990 -2:25 PM

MAY 10 1990 -2:25 PM

CERTIFIED MAIL INTERSTATE COMMERCE COMMISSION
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 19)
Recordation No. 13199
Recordation Date: July 22, 1981

MAY 10 2 28 PM '90
MOTOR OPERATING UNIT

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fourth Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Security Pacific National Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC/ICC
Enclosures

STATE OF ILLINOIS)
)
COUNTY OF COOK)

RECORDATION NO 13199 FILED 1425
MAY 10 1990 -2:25 PM
INTERSTATE COMMERCE COMMISSION

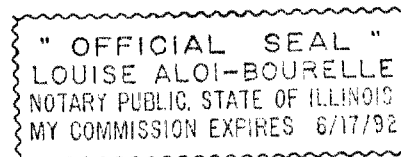
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Bill of Sale dated April 26, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of May, 1990.

Louise Aloi-Bourelle
Notary Public

4066e



BILL OF SALE

SECURITY PACIFIC NATIONAL BANK
as Trustee under Equipment Trust Agreement
Dated July 15, 1981
(Series 19)

to
UNION TANK CAR COMPANY

RECORDATION NO. 13129
MAY 10 1990 - 2:25 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Security Pacific National Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated July 15, 1981 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of April 26, 1990.

SECURITY PACIFIC NATIONAL BANK

By: 

WILLIAM RAMIREZ
Assistant Vice President

(CORPORATE SEAL)

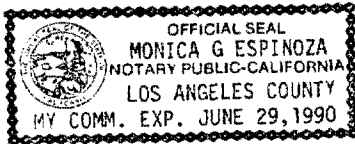
Attest:

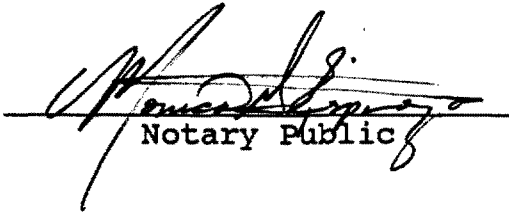

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UTC2044a

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) SS

On this 26th day of April, 1990, before me, a Notary Public, personally appeared William Ramirez and SAM PRATCHER to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Assistant Secretary of Security Pacific National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.




Notary Public

My Commission Expires:

6/29/90

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UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 19 SERIES 19 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
BCOL 866009	BULK	100	TON	3 2	09/80 08/86	\$ 46,768	\$ 24,748
BCOL 866669	BULK	100	TON	3 2	09/80 10/86	46,359	24,532
BCOL 866682	BULK	100	TON	3 2	09/80 08/86	46,359	24,532
UTCX 43064	LOC	4,750	CUFT	1 1	06/80 08/85	46,500	24,025
UTCX 43897	LOC	4,750	CUFT	1 1	04/80 08/87	39,477	20,067
UTCX 44937	LOC	4,750	CUFT	1 1	12/80 08/85	46,423	25,146
UTCX 44939	LOC	4,750	CUFT	1 1	12/80 08/87	46,423	25,146
UTCX 45005	LOC	4,750	CUFT	1 1	12/80 08/85	46,423	25,146
UTCX 45072	LOC	4,750	CUFT	1 1	12/80 08/85	46,423	25,146
UTLX 11037	TL	20,000	GAL	1 1	08/80 05/89	15,932	8,364
UTLX 11114	TA	13,000	GAL	1 1	08/80 07/87	37,297	19,581
UTLX 24942	TM	14,000	GAL	1 1	06/80 08/86	42,006	21,703
UTLX 26019	TP	25,000	GAL	1 1	12/80 12/85	48,076	26,041
UTLX 60814	TM	13,000	GAL	1 1	04/80 11/88	39,256	19,955
UTLX 67406	TM	23,500	GAL	1 1	10/81 12/89	45,848	26,745
UTLX 67430	TM	23,500	GAL	1 1	10/81 05/85	45,848	26,745
UTLX 67463	TM	23,500	GAL	1 1	12/81 04/87	43,667	25,836
UTLX 67479	TM	23,500	GAL	1 1	12/81 11/89	43,667	25,836
UTLX 67482	TM	23,500	GAL	1 1	12/81 12/85	43,667	25,836
UTLX 67564	TM	23,500	GAL	1 1	12/81 03/87	45,848	27,127
UTLX 67957	TM	23,500	GAL	1 1	12/80 05/89	40,908	22,158
UTLX 68820	TM	23,500	GAL	1 1	08/80 09/89	42,150	22,129
UTLX 69569	TMI	13,350	GAL	2 2	06/80 09/88	42,716	22,070
UTLX 85672	TM	17,600	GAL	1 1	12/80 07/88	38,765	20,998
UTLX 85832	TM	17,600	GAL	1 1	01/81 01/89	40,421	22,063
UTLX 98302	TP	25,000	GAL	1 1	05/80 07/86	47,865	24,531
UTLX 630065	T104	16,000	GAL	1 1	02/88 08/89	41,855	37,670
UTLX 640115	T105	20,000	GAL	1 1	10/87 05/89	44,978	39,731

NUMBER OF CARS 28

\$ 1,201,925 \$ 683,607

PROGRAM ACT81027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 02/14/90

CERTIFICATE TRUST SERIES: R019

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	BULK	100	BCOL866009,BCOL866669,BCOL866682
6	LOC	4,750	UTCX43064,UTCX43897,UTCX44937,UTCX44939, UTCX45005,UTCX45072
1	TA	13,000	11114
1	TL	20,000	11037
1	TM	13,000	60814
1	TM	14,000	24942
2	TM	17,600	85672,85832
8	TM	23,500	67406,67430,67463,67479,67482,67564,67957, 68820
1	TMI	13,350	69569
2	TP	25,000	26019,98302
1	T104	16,000	630065
1	T105	20,000	640115

28	TOTAL		